



MANGERE COSMOPOLITAN CLUB
INCORPORATED

96-100 BADER DRIVE
PO BOX 201-009
AUCKLAND AIRPORT

CONSTITUTION

JULY 2019

These rules rescind all other rules.

J Daniels
President

B George
Vice President

K Morrow
Treasurer

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1. NAME

1.1 The name of the Club shall be the MANGERE COSMOPOLITAN CLUB INCORPORATED (hereinafter referred to as "the Club")

2. REGISTERED OFFICE

2.1 The Registered Office of the Club shall be at the Club's premises at 96-100 Bader Drive, Mangere or such other place as the Executive Committee shall from time to time approve.

3. OBJECTS

3.1 To establish, maintain and conduct a Chartered Club of a non-political, non-religious, non-commercial or non-racial character and to promote the social recreation, sporting educational and cultural interest of The Members of the Club.

4. MEMBERSHIP

4.1 Definitions

- (a) Ordinary Members: Members of the Club who do not fall within categories (b) to (f), below.
- (b) Honorary Members: Members who, at the discretion of the Executive Committee, have rendered a qualifying service to the Club without thought of reward or compensation and were bestowed membership.
- (c) Junior Members: Members who are between 12 and 18 years of age at the time of application for membership.
- (d) Employee Members: Members employed in a part-time or full-time capacity by the Club.
- (e) Introductory Members: Members who have attained the age prescribed by the current Sale and Supply of Liquor Act and whose term of membership is one month, which term cannot be extended or renewed.

4.2 General Qualifications

- (a) All members of the Club shall be persons of good repute and shall comprise:
 - (i) persons who have attained the age prescribed by the current Sale and Supply of Liquor Act; and
 - (ii) persons under the age authorised by the current Sale and Supply of Liquor Act.

4.3 Rights and Privileges

- (a) Ordinary Members shall be entitled to the following rights and privileges:
 - (i) entry to the Club premises during such hours as may be defined by the Executive Committee in accordance with Rule 25; and
 - (ii) the right to vote at meetings and hold office in accordance with this constitution.
- (b) Life Members Shall be entitled to all of the rights and privileges of Ordinary Members.
- (c) Honorary Members shall have the rights and privileges of Ordinary Members except that Honorary Members shall have no voting rights and are ineligible to stand for committee positions in the Club.
- (d) Junior Members will have no voting rights however will have access to all Club facilities subject to the following conditions:
 - (i) must be accompanied by their parent or legal guardian who must be a member of the Club;
 - (ii) will not be permitted to hold office at the Club;
 - (iii) cannot sign in visitors to the Club;
 - (iv) cannot go into any restricted areas;
 - (v) cannot purchase or consume alcohol on the premises except in accordance with the current Sale and Supply of Liquor Act;
 - (vi) shall obey all Club Rules; and
 - (vii) upon reaching the legal drinking age, Junior Membership must be relinquished, and ordinary membership must be applied for.
- (e) Employee Members are entitled to the rights and privileges of Ordinary Members except during any hours they are working. Employee Members are also ineligible to stand for the Club's Executive Committee or hold other offices in the Club.
- (f) Introductory Members shall have the rights and privileges of Ordinary Members, subject to the following:
 - (i) no voting rights at any meeting;

- (ii) no right to hold office or be a member of the Executive Committee;
 - (iii) no right to nominate any applicant for membership;
 - (iv) is not entitled to reciprocal visiting rights;
 - (v) may invite and accompany one guest to the club per visit; and
 - (vi) may be subject to other restrictions as determined from time to time by the Executive Committee.
- (g) Introductory Members must also carry evidence of membership as issued and produce the same on request to any person authorised by the Executive Committee or the Club's management to make such request.

5. APPLICATION FOR MEMBERSHIP

- 5.1 Candidates for membership must complete the prescribed application form and pay the required subscription.
- 5.2 Any person granted full membership of the Club shall be ineligible to transfer to any other Club in the Auckland metropolitan area for a period of two years from their initial membership except in exceptional circumstances as approved by the Executive Committee.

6. SUBSCRIPTIONS

- 6.1 Fees for Ordinary Members shall be paid annually in advance and shall be the sum fixed by members at the Annual General Meeting.
- 6.2 The subscription year of the Club is 1st October to 30th September.
- 6.3 Members joining throughout the year will be liable for fees as reasonably determined by the Executive Committee.
- 6.4 Fees for Life Members and Honorary Members shall be waived.
- 6.5 Junior Members, Employee Members and Introductory Members fees are to be determined by the Executive Committee at a meeting prior to the Annual General Meeting.

7. TERMINATION OF MEMBERSHIP

- 7.1 A membership may be terminated as follows:
- (a) by an individual member by way of transfer to another Clubs NZ affiliated club providing that the prescribed form has been completed and approved by a member of the Executive Committee.

- (b) due to expulsion from the Club at the direction of the Manager for breach of these Rules or for any behaviour that is grossly offensive or reasonably determined to bring the Club into disrepute.
- (c) automatically by non-renewal of an annual subscription by the individual member.
- (d) by notice in writing delivered to the registered office.
- (e) in relation to Introductory Members, automatically:
 - (i) at the conclusion of the one-month period from the date of joining; or
 - (ii) upon admission as an Ordinary Member.

whichever is earlier.
- (f) the Executive Committee reserve the right to revoke an Introductory Member's membership at any time if the member is found to have provided false information.

8. CLAIMS TO CLUB PROPERTY

- 8.1 No current, expelled, retiring or forfeiting member shall have any claim upon the Executive Committee or the Club either collectively or individually to any property of the Club.

9. MANAGEMENT COMMITTEE

- 9.1 The general business, management and control of the Club shall be conducted by an Executive Committee comprising of:

- (a) President;
- (b) Vice President;
- (c) Treasurer; and
- (d) six executive committee members

("together the Executive Committee").

- 9.2 The procedure for electing the Executive Committee is as follows:

- (a) Nominations for any Executive Committee position shall be made in writing on the prescribed form and shall be delivered to the Secretary/Manager during the period that begins fourteen (14) days prior to the Annual General Meeting and ends at 7pm on the Thursday immediately prior to the Annual General Meeting.

- (b) Should an election be required voting will commence after the close of the Annual General Meeting and end at 6pm on the following Saturday.
- (c) Should the number of candidates match the number of vacancies all candidates will be deemed elected officers; provided that the qualifications at Rule 9.3 are satisfied.
- (d) If insufficient nominations are received for the positions available, then nominations may be taken from the floor of the Annual General Meeting.
- (e) The Executive Committee shall appoint returning and other officers to make any preparations necessary for the proper conduct of elections.
- (f) The Executive Committee shall be appointed by majority vote.
- (g) In the event of a tie for any position the successful candidate shall be determined by a coin toss presided over by a Returning Officer with the tied candidates present.
- (h) For the nomination to be validly made both the nominator and his or her seconder must, at the date of the nomination, have been fully paying members of the Club for at least twelve (12) months.

9.3 Qualifications for Executive Members:

- (a) Every candidate for the position of President must have been a member of the Club for at least five (5) years immediately prior to nomination.
- (b) Candidates for Vice President, Treasurer and the Executive Committee must have been a member of the Club for at least two (2) years immediately prior to their nomination.
- (c) Club employees are ineligible for election.

9.4 Vacating Office

- (a) A member of the Executive Committee shall automatically vacate his or her office if that member is absent from three consecutive meetings of the Executive Committee without leave of absence and where after being called upon by the Executive Committee to resign the member refuses to resign.
- (b) Should any vacancies occur prior to the Annual General Meeting the Executive Committee shall by a majority vote appoint a new officer to fill the vacancy.

9.5 Absentee Voters

- (a) Paying members unable to cast a vote during the election period may on application to the Manager apply to make a special vote prior to the voting period.

10. PRESIDENT AND VICE PRESIDENT

- 10.1 The President may appoint subcommittees consisting of such persons and for such purposes as the President thinks fit.
- 10.2 The President shall be ex-officio member of all sub committees.
- 10.3 The President shall preside at all meetings of the Executive Committee and in the absence of the President the Vice President shall chair the meeting.
- 10.4 The President shall have the right of access to the Club Premises at any time.

11. TREASURER

- 11.1 The Treasurer shall be responsible for the following:
 - (a) Ensuring that the Manager pays into the Club bank account all money received on behalf of the Club.
 - (b) Maintaining proper and accurate financial records for the Club.
 - (c) Furnishing to the Executive Committee at each Executive Committee Meeting a detailed report of the previous Month's receipts and payments.
 - (d) Ensuring that all accounts to be paid are ratified by the Finance Sub-Committee and all payments made on behalf of the Club are signed off by any two of the following persons: President, Vice President, Treasurer or other designated person as determined by the Executive Committee and recorded in writing.
 - (e) Preparing annual accounts of the Club and filing these with the Registrar of Incorporated Societies.

12. AUDITOR

- 12.1 The Club shall have an auditor who shall be a fully enrolled member of the Institute of Chartered Accountants of New Zealand (ICANZ) and shall be appointed by the members at the Annual General Meeting.
- 12.2 He or she shall not hold any other office in the Club.
- 12.3 He or she shall have the right to attend any meeting of the Club at which the Club's financial affairs are under discussion.

12.4 The audit fee shall be approved by the Executive Committee prior to the Annual General Meeting.

13. MANAGER

13.1 The Executive Committee may appoint a Manager who shall be responsible for day-to-day maintenance, cleanliness and services of the Club as well as the engagement and dismissal of Club employees including the Office Manager and Bar Manager.

13.2 The Manager is permitted to sit on the Executive Committee in order to contribute to the efficient maintenance of the Club's assets and operations.

13.3 The Terms of Employment and remuneration shall be determined by the Executive Committee.

14. SECRETARY

14.1 The Club shall appoint a Secretary whose duties shall be to attend to the accounting and clerical duties of the Club, to take minutes of all meetings and the Annual General Meeting and to support the implementation of determinations made by the Executive Committee from time to time.

14.2 Nothing shall preclude the Club from engaging outside professional services for the performance of any duties ordinarily falling within the role description of Secretary.

14.3 The office of Secretary can be combined with that of Manager.

14.4 The Secretary must keep a register of members in accordance with section 22 of the Incorporated Societies Act 1908 and prepare notices to members in relation to the Annual General Meeting.

14.5 The Secretary is responsible for keeping the cheque book and can sign cheques or authorise payments by way of internet banking, subject to Rule 21.

14.6 The Secretary is responsible for collecting money owing to the Club.

15. MEETINGS

15.1 Annual General Meeting

(a) The Annual General Meeting of the Club shall be held no later than the last Sunday in June each year except in exceptional circumstances as determined by the Executive Committee acting reasonably.

- (b) The place and time of the meeting is to be determined by the Executive Committee and at least fourteen (14) days' notice of the meeting shall be sent by either public notice, post, email or text.

15.2 Extraordinary General Meetings

- (a) The Executive Committee may at the committee's discretion or upon receiving a written notice signed by 10 per cent of the membership in favour of a meeting convene an Extraordinary General Meeting.
- (b) Any such requisition shall specify the objective of the meeting and shall be delivered to the Manager.
- (c) The meeting must be convened for particular purpose only.
 - (i) A notice at least fourteen days prior to the meeting specifying the place, date, time and purpose of such meeting shall be given to members by the Manager
 - (ii) Where meetings are called by members, the proposer and seconder of the motion must attend the meeting unless there are exceptional circumstances in which case they may nominate a representative on their behalf.

15.3 Special Extraordinary Meetings

- (a) The Executive Committee must call such a meeting as the appropriate forum to discuss lease, sale or other disposition of land belonging to the Club.
- (b) A notice at least fourteen days prior to the meeting specifying the place, date, time and purpose of such meeting shall be given to members by the Manager

15.4 Executive Committee Meetings

- (a) Executive Committee meetings shall be held at such times and places as determined by the President and Secretary and in any event at least once each month.
- (b) A notice at least fourteen days prior to the meeting specifying the place, date, time and purpose of such meeting shall be given to Executive Committee members by the Manager.

15.5 Mode of holding meetings

- (a) The President shall chair all meetings.
- (b) The Executive Committee shall receive any minutes of previous Club meetings.

- (c) The President reports on the business of the Club.
- (d) The Treasurer reports on the finances as required by these Rules.
- (e) Election of Executive Committee members as required.
- (f) Any motions are considered.
- (g) General business is discussed.
- (h) Any determinations are implemented including giving instructions to officers or Executive Committee members for performance of certain tasks.

15.6 Agenda:

- (a) The Executive Committee are responsible for setting the agenda of the meetings.

16. VOTING

16.1 At any Annual General Meeting, Extraordinary General Meeting or Special Extraordinary Meeting of members every eligible member shall be entitled to be present and to cast one vote on any motion presented and seconded.

- (a) The Chairman of the meeting (including at Executive Committee meetings) shall have a casting and deliberative vote, if required.
- (b) Voting shall be on voices in the first instance, providing however, that the Chairperson on his/her own volition may and/or on the application of three (3) members, call for a show of hands.
- (c) On a motion passed by a majority of those present and eligible to vote the vote shall be taken by a secret ballot.
- (d) All decisions of the members or the Executive Committee shall be by a majority vote.

17. QUORUMS

17.1 The following quorums apply:

- (a) For a meeting of the Executive Committee quorum shall be not less than five (5) of its members.
- (b) For an Annual General Meeting, Extraordinary General Meeting and Special Extraordinary Meeting of the Club quorum shall be not less than fifty (50) Members.

18. GENERAL POWERS

18.1 The Club shall have the power:

- (a) To take on lease, hire or otherwise acquire any real or personal property or rights or privileges which the Club may think reasonably necessary or convenient for the purposes of furthering the objects of the Club.
- (b) To invest any monies not required for immediate use in such Government or Local body securities or on bank deposit as may be deemed advisable with the power from time to time to vary investments for others of a like nature, and to lease or hire or enjoy the benefit of any property presently occupied whether real or personal of any kind or nature whatsoever which may be conveniently and reasonably used in connection with the objects of the Club, provided that nothing contained or implied herein allowing the letting or leasing of any part of the premises of the Club shall contravene the Club Constitution, the current Sale and Supply of Liquor Act, or Incorporated Societies Act.
- (c) To make regulations and by-laws for the reasonable conduct of the Club and discipline of members.
- (d) To do all such things as in the reasonable opinion of the Club may be incidental to the attainment of any of the foregoing objects or the exercise or any of the foregoing powers.
- (e) To borrow or raise or give security for money by the issue of or upon bonds, debentures, debenture stock, bills of exchange, promissory notes or other obligations or securities of the Club by mortgage or charge upon all or any part of the property of the Club or without security and upon terms as to priority or otherwise as the Club shall think fit.

19. USE OF POWERS IN RELATION TO CLUB LAND

19.1 No land belonging to the Club may be handed over to be leased, sold or otherwise disposed of, without the following requirements first being satisfied:

- (a) Special Extraordinary Meeting held for the purpose of discussing the proposal; and
- (b) a majority of eligible members present and voting vote in favour of the motion.

20. LIABILITY AND INDEMNITY

20.1 Indemnity for Executive Committee members:

- (a) No officer or member of the Executive Committee shall be liable for the acts or defaults of any other officer or member of the Executive Committee or any loss occasioned thereby, unless occasioned by their wilful default or by their wilful acquiescence.
- (b) Executive Committee officers and members shall be indemnified by the Club for all liabilities and costs incurred by them in the proper performance of their functions and duties, other than liabilities and costs incurred as a result of their wilful default.

21. ACCOUNTS

- 21.1 The Executive Committee shall ensure the Treasurer keeps the following records:
 - (a) True accounts of all sums of money received and expended by the Club including a description of the receivable or expenditure.
 - (b) True accounts of all assets, credits and liabilities of the Club including any charges and securities of any description affecting any property of the Club.
- 21.2 The financial year of the Club shall begin on the 1st day of April in each year and shall expire on the 31st day of March in the following year.
- 21.3 The books of account shall be kept at the office of the Club or other such place as the Executive Committee may determine and shall be open to the inspection of active members upon such member giving forty-eight (48) hours' notice in writing to the Secretary.
- 21.4 All monies received shall forthwith be paid by the Secretary, Manager or Treasurer into a bank approved by the Executive Committee after being entered in the books of the Club as having been received.
- 21.5 All payments shall be reported to the Executive Committee for confirmation at the meeting next following pay-out, and payment of all monies on behalf of the Club up to \$5,000.00 shall be authorised by any two (2) of the following:
 - (i) The President;
 - (ii) Vice President;
 - (iii) Treasurer;
 - (iv) Secretary Manager; or
 - (v) Other designated person determined by the Executive Committee in writing from time to time.
- 21.6 No payment in excess of \$5,000.00 shall be made by the Secretary or Manager without the prior authorisation of the Executive Committee

except in the case of established day-to-day trading accounts which have been pre-approved by the Executive Committee. Payments shall be authorised by any two (2) of the following:

- (i) The President;
- (ii) Vice President;
- (iii) Treasurer; or
- (iv) Other designated person determined by the Executive Committee in writing from time to time.

21.7 At every Annual General Meeting of the Club the Executive Committee shall present a statement of the income and expenditure and a Balance Sheet containing a summary of the assets and liabilities of the Club made up to the half-yearly and yearly dates respectively. Every such statement shall be accompanied by a report from the Committee as to the financial state of the Club.

21.8 The Club shall make returns required under Section 23 of the Incorporated Societies Act 1908 and its amendments or by such other statutory provision for the time being in force and shall comply with all the requirements of such Statute and other Regulations there under.

21.9 The Club shall keep such proper accounts in such standard form as the Auditor shall approve. A copy of the Annual Report, Statement of Income and Expenditure and Balance Sheet shall be available to every member of the Club.

22. SEAL

22.1 The Club shall have a Common Seal which shall be kept in the custody and control of the Secretary/Manager for the time being or the Club's solicitor.

22.2 Documents to be executed with the common seal shall include the following attestation clause pursuant to a resolution of the Executive Committee:

"The common Seal of the Mangere Cosmopolitan Club Incorporated was hereunto affixed by the Secretary in the presence of two (2) members of the Executive Committee".

22.3 The common seal must be used on any contract entered into for and on behalf of the Club which, if made between private persons, must be made by deed.

23. DISPUTES

23.1 Every dispute between a member or a person claiming through a member under these rules on the one hand and the Club or an officer of

the Club on the other hand shall be decided by a majority decision of the Executive Committee and its decision thereon shall be binding and conclusive on all parties.

- 23.2 Every disciplinary offence between a member or a person claiming to be a member through a member on the one hand and the Club or an Officer of the Club on the other hand shall be decided by the Secretary Manager and their decision shall be binding and conclusive on all parties.
- 23.3 All disputes between a member or a person claiming through a member under these Rules on the one hand and the Club or an Officer of the Club on the other hand shall be made and recorded in writing.
- 23.4 Notification of any offence alleged against any member or members shall be made in writing and personally served on or delivered by registered post to the last known address of that member or members, such notification to include the date, time, and place of the hearing of the complaint together with full particulars of the offence alleged against the member(s).
- 23.5 If any member or members accused of an offence shall be unable to attend the hearing at the time and place allocated they shall notify the Secretary or Manager immediately and a new date, time and place shall be set by the Secretary or Manager and notified to the member or members concerned without delay.
- 23.6 In the event that any such member or members accused of an offence shall fail without cause to appear at the hearing at the time and date so fixed so aforesaid the Secretary or Manager shall proceed to hear and determine the dispute in the absence of the Member or members complained against.
- 23.7 The decision shall be issued in writing and shall set forth the reasons of the Secretary or Manager for the decision.
- 23.8 The Secretary or Manager or in the absence of the Secretary or Manager, the Duty Manager, shall have the power to remove a membership card from a member and/or visitor involved in any disturbance, harassment or unlawful behaviour in breach of the Club rules or laws of the land. In such circumstances, a written report must be handed to the Secretary or Manager within 48 hours detailing the events.

24. APPEALS

- 24.1 Any appeal lodged against any decision by the Manager, including against termination of membership under Rule 7, must be made in writing to the Executive Committee within 7 days of the original decision.
- 24.2 The appeal will be heard by a panel consisting of three appointed Executive Committee members.

- 24.3 Any recommendation of the Executive Committee panel shall be referred back to the Secretary or Manager for his or her final decision which shall be binding.

25. BYLAWS

- 25.1 The Executive Committee at its meetings or the members together at the Annual General Meeting, shall have power to make Regulations and By-Laws in writing dealing with all matters within the jurisdiction of the Club and not provided for in these Rules.
- 25.2 Such Regulations or Bylaws shall not be inconsistent or repugnant to the provisions of the Incorporated Societies Act 1908 and its amendments or of these Rules.
- 25.3 The Regulations or Bylaws must be recorded by the Secretary and kept together with these Rules.

26. INTERPRETATION

- 26.1 In the interpretation of these Rules, the decision of the Executive Committee shall be final and binding.

27. REVISION OF RULES

- 27.1 To alter, add to or rescind these Rules, notice of intention specifying the exact changes desired must be circulated in writing to all members at least fourteen (14) days prior to the Annual General Meeting, or any Extraordinary General Meeting called to discuss the same.
- 27.2 Should the majority of Members present at such meeting vote in favour of the resolution, the new Rule(s) shall take effect upon receipt in writing of registration from the Registrar of Incorporated Societies.

28. DISSOLUTION

- 28.1 The Club may be voluntarily dissolved as provided by Section 24 of the Incorporated Societies Act 1908 and its amendments.
- 28.2 Should the Club be dissolved, any monies remaining after settlement of all just debts and the affairs of the Club shall be handed over to some charitable institution to be determined upon at the next meeting, or as otherwise set out in the instrument of dissolution.

29. GENERAL PROVISIONS

- 29.1 All matters provided for in these Rules shall, at all times, be dealt with in accordance with the following "guiding principles".
- 29.2 That it be accepted that the Club is established primarily for the benefit and convenience of its members.

- 29.3 That the admission of non-members should at all times be subordinate to the comfort, well-being and satisfaction of the Club's members.
- 29.4 That the admission of visitors should always be regarded as a privilege of the members, granted to enable them to dispense periodic hospitality to their casual guests and not as a means of augmenting the revenue of the Club.

30. VISITORS

- 30.1 Visitors may be admitted to the Club in accordance with this Rule 30. The names of all such visitors and the member introducing them shall be entered in a visitors' register kept for that purpose.
- 30.2 Such visitors shall be admitted to the Club subject to such Regulations or By-laws as shall be made from time to time by the Executive Committee which shall have the power at any time to forbid or suspend the admission of visitors or revoke approval given under the preceding paragraph hereof without assigning any cause.
- 30.3 Visitors shall be admitted on such occasion and at such times as the Executive Committee may from time to time decide and such occasions shall not exceed the specified day each week providing that such visitors shall not use the premises on a regular or frequent basis.
- 30.4 Visitors to the Club who are not a member of an affiliated club will be allowed no more than three visits in any one year, excepting that there be no limit on the number of visits by a full member's spouse or partner.
- 30.5 There shall be no limit on the number of visits by a person under eighteen (18) years of age provided that, whilst they are on Club premises, they are accompanied by a full member who is their parent or legal guardian.

31. CLUB ADJUNCTS

- 31.1 Upon application, made in writing to the Executive Committee, special sub-groups, sections or adjuncts to the Club may be formed in the interests of promoting various sporting or social activities undertaken by members at the Club.
- 31.2 Such adjuncts can only be comprised of paying members of the Club and must be managed voluntarily and responsibly.
- 31.3 The Executive Committee may from time-to-time impose further provisions by which such adjuncts report to or operate within the Club.